

AUG 15 '12 -4 19 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

VIA UPS 2<sup>nd</sup> DAY AIR

August 13, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W., Suite 100  
Washington, DC 20423-0001  
Attn: Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease dated May 15, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 27657

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Georgia Central Railway, L.P.  
c/o Genesee & Wyoming, Inc.  
13901 Sutton Park Drive South, Suite 180  
Jacksonville, FL 32224

A description of the railroad equipment covered by the enclosed document is for eighteen (18) flat cars having SMW marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:                      Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board, covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397  
Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Documentation Specialist

Enclosures  
(GC006)

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ASSGN. NO.: GC006

## MEMORANDUM OF LEASE

~~SURFACE TRANSPORTATION BOARD~~

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15<sup>th</sup> day of May, 2012 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Georgia Central Railway, L.P. ("Lessee"), a Georgia limited partnership.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 11, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 15, 2012, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETING

By: K.A. DombrowskiName: K.A. DOMBROWSKITitle: DIRECTOR OF DOCUMENTATION Executed on this 15<sup>th</sup> day of May, 2012.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

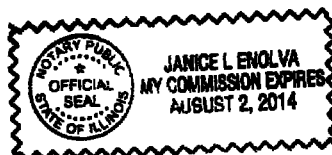
I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15<sup>th</sup> day of May, 2012.

Janice L. Enolva  
Notary Public

My Commission Expires:

8-2-2014  
(Notary Public)



LESSEE:

GEORGIA CENTRAL RAILWAY, L.P.

ATTEST:

By: Michael B. Holben  
Name: Michael B. Holben  
Title: Treasurer

By: Wm. A. Jasper  
Name: William A. Jasper  
Title: President

Executed on this 9th day of May, 2012.

[CORPORATE SEAL]

STATE OF Florida  
COUNTY OF Duval

William A. Jasper Sophie Skrobialowski, a Notary Public of the County and State aforesaid, certify that William A. Jasper personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9 day of May, 2012.

Sophie E. Skrobialowski  
Notary Public

Commission Expires:

11/16/2015  
(Notary Public)



SOPHIE SKROBIALOWSKI  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# EE147036  
Expires 11/16/2015

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Eighteen (18)

DESCRIPTION OF CARS: 73' Centerbeam Flatcars

CAR NUMBERS:

1	SMW	738420
2	SMW	738432
3	SMW	738450
4	SMW	738452
5	SMW	738485
6	SMW	738496
7	SMW	738498
8	SMW	738520
9	SMW	738523
10	SMW	738536
11	SMW	738554
12	SMW	738561
13	SMW	738564
14	SMW	738593
15	SMW	738619
16	SMW	738624
17	SMW	738648
18	SMW	738654